

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re Equipment Equity Holdings, Inc.

Case No. 09-38306-sgj-11

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00	<div>\$31,860,927.84</div> <div>\$0.00</div> <div>unknown</div>	
B - Personal Property	Yes	4	\$4,983,528.11		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	5			
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1			
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7			
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
TOTAL		20	\$4,983,528.11	\$31,860,927.84	

In re Equipment Equity Holdings, Inc.

Case No. 09-38306-sgj-11
(if known)**SCHEDULE A - REAL PROPERTY**

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
None				

Total: **\$0.00**

(Report also on Summary of Schedules)

In re Equipment Equity Holdings, Inc.

Case No. 09-38306-sgj-11
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		account with Bank of America, 540 W. Madison St., 16th Floor, Chicago, IL 60661	\$367,729.33
		Escrow account with Bank of America, 135 s. LaSalle St., Ste. 1840, Chicago, IL 60603	\$998,798.78
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

In re Equipment Equity Holdings, Inc.

Case No. 09-38306-sgj-11
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Minority stock interest in Strategic Equipment and Supply Corporation. (Minority interest as valued for affiliated entity for audit purposes.)	\$3,600,000.00
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.	X		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		

In re Equipment Equity Holdings, Inc.

Case No. 09-38306-sgj-11
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 2

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		State Taxes Refundable	\$17,000.00
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories.	X		

In re Equipment Equity Holdings, Inc.

Case No. 09-38306-sgj-11
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.	X		
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.	X		
<div style="text-align: right;">3 continuation sheets attached</div> <div>(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)</div>			<div style="text-align: right;">Total ></div> <div style="text-align: right;">\$4,983,528.11</div>

In re Equipment Equity Holdings, Inc.

Case No. 09-38306-sgj-11
(If known)**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**

Debtor claims the exemptions to which debtor is entitled under: ☐ Check if debtor claims a homestead exemption that exceeds \$146,450.*
(Check one box)

☐ 11 U.S.C. § 522(b)(2)☐ 11 U.S.C. § 522(b)(3)

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
		\$0.00	\$0.00

* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to commenced on or after the date of adjustment.

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Andrew Scruggs 9201 Friars Way Knoxville, TN 37922		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00		\$311,732.34	
ACCT #: Ed Poore 1530 Courtney Oak Lane Knoxville, TN 37938		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00		\$132,322.71	
ACCT #: Glenco Capital Partners II, LP 222 W. Adams St., Ste. 1000 Chicago, IL 60606		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00		\$16,541,588.29	
ACCT #: Glenco Capital Partners II, LP 222 W. Adams St., Ste. 1000 Chicago, IL 60606		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00		\$411,349.55	
Subtotal (Total of this Page) >				\$17,396,992.89	
Total (Use only on last page) >					

4 continuation sheets attached

(Report also on Summary of Schedules.)
(If applicable, report also on Statistical Summary of Certain Liabilities)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Glenco Capital Partners II, LP 222 W. Adams St., Ste. 1000 Chicago, IL 60606		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00				\$89,974.02	
ACCT #: Glenco Growth Closely Held Business Fund, LP 222 W. Adams St., Ste. 1000 Chicago, IL 60606		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00				\$238,198.88	
ACCT #: Harold Gernsbacher c/o Robert Simon Barlow Garsek & Simon, LLP 3815 Lisbon Street Fort Worth, TX 76107		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00				\$1,058,661.69	
ACCT #: Kevin Bruce 5310 Rock Cliff Place Dallas, TX 75289		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00				\$793,996.27	
Sheet no. <u>1</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$2,180,830.86	

Total (Total of this Page) >
Total (Use only on last page) >

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODER	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Mass Mutual High Yield Partners, II, LLC 1500 Main St. Springfield, MA 01115		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00				\$1,337,602.06	
ACCT #: Massachusetts Mutual Life Ins. 1500 Main St. Springfield, MA 01115		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00				\$3,230,705.41	
ACCT #: Robert N. Zintgraff Barlow Garsek & Simon, LLP 3815 Lisbon St. Fort Worth, TX 76107		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00				\$396,998.14	
ACCT #: S. Reed Jackson 3709 Hidden Hills Court Albany, GA 31707		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00				\$317,598.51	

Sheet no. 2 of 4 continuation sheets attached to Schedule of Creditors Holding Secured Claims
Total (Total of this Page) >
Total (Use only on last page) >

\$5,282,904.12

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Stockwell Fund, LP 222 W. Adams St. Suite 1000 Chicago, IL 60606		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00		\$6,465,005.76	
ACCT #: Thomas Garvin 1519 Foothill Court Wheaton, IL 60187		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00		\$53,797.14	
ACCT #: Thomas L. Bindley Revocable Tr 631 Briar Lane Northfield, IL 60093		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00		\$79,105.63	
ACCT #: W. David Campbell 2400 West Doublegate Dr. Albany, GA 31707		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS: VALUE: \$0.00		\$317,598.51	

Sheet no. 3 of 4 continuation sheets attached. Total (Total of this Page) >
to Schedule of Creditors Holding Secured Claims Total (Use only on last page) >

\$6,915,507.04 **\$6,915,507.04**

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	CODEBTR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #:		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS:				\$31,759.84	
Walter Eskuri 20551 Ebony Dr. Richmond, MN 56368		VALUE: \$0.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Business debt COLLATERAL: business assets REMARKS:				\$52,933.09	
William Alsenberg PO Box 112267 Carrollton, TX 75011		VALUE: \$0.00					

Sheet no. <u>4</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims	Subtotal (Total of this Page) > Total (Use only on last page) >	\$84,692.93 \$31,860,927.84	\$84,692.93 \$31,860,927.84
		(Report also on Summary of Schedules.)	(If applicable, report also on Statistical Summary of Certain Liabilities)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached schedule)☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. §

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease or rental of property or services for personal, family, or household use,

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using

☐ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of

No continuation sheets attached

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODER DEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Andrew Scruggs 9201 Friars Way Knoxville, TN 37922		DATE INCURRED: CONSIDERATION: Junior Subordinated Prom. Note REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.				Unknown
ACCT #: Cynthia Jackson 3709 Hidden Hills Court Albany, GA 31707		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor.				Unknown
ACCT #: David S. Evans 222 W. Adams St., Ste. 1000 Chicago, IL 60606		DATE INCURRED: CONSIDERATION: Indemnity obligations per state court lawsuit REMARKS:	X	X		Unknown
ACCT #: Gene Lee PO Box 1351 Tampa, FL 33601		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a former officer, director and/or member of management.				Unknown
ACCT #: Glencoe Capital Part. II, LP 222 West Adams St., Ste. 1000 Chicago, IL 60606		DATE INCURRED: CONSIDERATION: Indemnity obligations per state court lawsuit REMARKS:	X	X		Unknown
ACCT #: Glencoe Capital, LLC 222 West Adams St., Ste. 1000 Chicago, IL 60606		DATE INCURRED: CONSIDERATION: Indemnity obligations per state court lawsuit REMARKS:	X	X		Unknown
<div style="text-align: right;">Subtotal ></div> <div style="text-align: right;">Total ></div> <div style="text-align: center;">(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)</div>						\$0.00

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions above.)	CODEBITOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Harold Gernsbacher c/o Robert Simon 3815 Lisbon St. Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.	X	X	X	Unknown
ACCT #: Harold Gernsbacher 644 Lakehurse Ave. Dallas, TX 75230		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: James Palm c/o Robert Simon Barlow Garsek & Simon LLP 3815 Lisbon Street Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.	X	X	X	Unknown
ACCT #: James Scruggs c/o Andrew Scruggs 9201 Friars Way Knoxville, TN 37922		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor.				Unknown
ACCT #: Jeff Grandy 100 Roosevelt Rd. Saint Cloud, MN 56301		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.				Unknown
ACCT #: Jeffrey Vreeland c/o Jeffrey Grandy 100 Roosevelt Rd. Saint Cloud, MN 56301		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.				Unknown

Sheet no. 1 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$0.00

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODER	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Kevin Bruce 5310 Rock Cliff Place Dallas, TX 75209		DATE INCURRED: CONSIDERATION: indemnity obligations per state court lawsuit REMARKS:	X	X		Unknown
ACCT #: Kristin Palm c/o Robert Simon Barlow Garsek & Simon LLP 3815 Lisbon Street Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS:	X	X	X	Unknown
ACCT #: Lee Scruggs c/o Andrew Scruggs 9201 Friars Way Knoxville, TN 37922		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.				Unknown
ACCT #: Louis J. Manetti 222 West Adams St., Ste. 1000 Chicago, IL 60606		DATE INCURRED: CONSIDERATION: Indemnity obligations per state court lawsuit REMARKS:	X	X		Unknown
ACCT #: Lynda Campbell 2400 W. Doublegate Dr. Albany, GA 31707		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor.				Unknown
ACCT #: Mark Palm c/o Robert Simon Barlow Garsek & Simon, LLP 3815 Lisbon Street Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS: Claimant is a former officer, director and/or member of management.	X	X	X	Unknown

Sheet no. 2 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$0.00

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #:		DATE INCURRED:				Unknown
Maureen Palm c/o Robert Simon Barlow Garsek & Simon LLP 3815 Lisbon Street Fort Worth, TX 76107		CONSIDERATION: State court lawsuit claims REMARKS:	X	X	X	
ACCT #:		DATE INCURRED:				Unknown
Michael Palm c/o Robert Simon Barlow Garsek & Simon, LLP 3815 Lisbon Street Fort Worth, TX 76107		CONSIDERATION: State court lawsuit claims REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.	X	X	X	
ACCT #:		DATE INCURRED:				Unknown
Pamela Palm c/o Robert Simon Barlow Garsek & Simon LLP 3815 Lisbon Street Fort Worth, TX 76107		CONSIDERATION: State court lawsuit claims REMARKS:	X	X	X	
ACCT #:		DATE INCURRED:				Unknown
Reuben Palm c/o Robert Simon Barlow Garsek & Simon, LLP 3815 Lisbon Street Fort Worth, TX 76107		CONSIDERATION: State court lawsuit claims REMARKS:	X	X	X	
ACCT #:		DATE INCURRED:				Unknown
Richard Coonrod 7133 Gleason Rd. Minneapolis, MN 55439		CONSIDERATION: Indemnity obligations per state court lawsuit REMARKS:	X	X		
ACCT #:		DATE INCURRED:				Unknown
Richard Palm c/o Robert Simon Barlow Garsek & Simon, LLP 3815 Lisbon Street Fort Worth, TX 76107		CONSIDERATION: State court lawsuit claims REMARKS: Claimant is a current shareholder in Debtor.	X	X	X	

Sheet no. 3 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$0.00

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Robert N. Zintgraff c/o Robert Simon Barlow Garsek & Simon, LLP 3815 Lisbon St. Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.	X	X	X	Unknown
ACCT #: Robert N. Zintgraff 749 Tuxedo Ave. San Antonio, TX 78209		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Roger Vang c/o Jeffrey Grandy 100 Roosevelt Rd. St. Cloud, MN 56301		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.				Unknown
ACCT #: Ronald Wray 4203 Halifax Court Naperville, IL 60564		DATE INCURRED: CONSIDERATION: Indemnity obligations per state court lawsuit REMARKS:	X	X		Unknown
ACCT #: S. Reed Jackson 3709 Hidden Hills Court Albany, GA 31707		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.				Unknown
ACCT #: SESC Acquisition Co. Inc. 5010 Riverside Dr. Ste. 1000 Irving, TX 75039		DATE INCURRED: CONSIDERATION: indemnity obligations per state court lawsuit REMARKS:	X	X		Unknown

Sheet no. 4 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$0.00

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CREDITOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Shannon Palm c/o Robert Simon Barlow Garsek & Simon LLP 3815 Lisbon Street Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS:	X	X	X	Unknown
ACCT #: Stephen Howze PO Box 1351 Tampa, FL 33601		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a former officer, director and/or member of management.				Unknown
ACCT #: Stephen Reynolds PO Box 1351 Tampa, FL 33601		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS:				Unknown
ACCT #: Susan Palm c/o Robert Simon Barlow Garsek & Simon LLP 3815 Lisbon Street Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS:	X	X	X	Unknown
ACCT #: Terence S. Malone 4230 N. 46th St. Milwaukee, WI 53216		DATE INCURRED: CONSIDERATION: Indemnity obligations per state court lawsuit REMARKS:	X	X		Unknown
ACCT #: Thomas Palm c/o Robert Simon Barlow Garsek & Simon, LLP 3815 Lisbon Street Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS: Claimant is a current shareholder in Debtor.	X	X	X	Unknown

Sheet no. 5 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$0.00

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: W. David Campbell 2400 W. Doublegate Dr. Albany, GA 31707		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.				Unknown
ACCT #: Walter Eskuri 20551 Ebony Dr. Richmond, MN 56368		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS: Claimant is a current shareholder in Debtor and is a former officer, director and/or member of management.				Unknown
ACCT #: William Scruggs c/o Andrew Scruggs 9201 Friars Way Knoxville, TN 37922		DATE INCURRED: CONSIDERATION: Junior Subordinated Promissory Note REMARKS:				Unknown
ACCT #: Zintgraff Investments, Ltd. c/o Robert Simon Barlow Garsek & Simon, LLP 3815 Lisbon St. Fort Worth, TX 76107		DATE INCURRED: CONSIDERATION: State court lawsuit claims REMARKS:	X	X	X	Unknown

Sheet no. 6 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$0.00

Total >

\$0.00

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the COO & CFO of the Corporation
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
22 sheets, and that they are true and correct to the best of my knowledge, information, and belief.
(Total shown on summary page plus 1.)

Date 06/08/2010

Signature /s/ Beth A. Satterfield
Beth A. Satterfield
COO & CFO

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]